

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

May 8, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

RECORDATION NO. 18209-B FILED 1425
MAY 15 1996 -2 55 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of Memorandum of Lease Agreement Schedule No. 3 dated as of August 30, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of November 18, 1992 which was duly filed and recorded on April 26, 1993 and assigned Recordation Number 18209.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: The Atchison, Topeka and Santa Fe Railway Company
1700 E Golf Road, 6th Floor
Schaumburg, IL 60173

A description of the railroad equipment covered by the enclosed document is

Pursuant to Schedule No. 3, up to five (5) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254384 through SFLC 254388, inclusive

Mr. Vernon Williams

May 8, 1996

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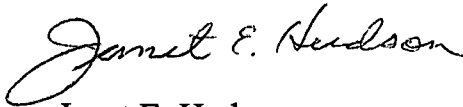
Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of November 18, 1992 with Schedule No. 3 dated as of August 30, 1995, between Greenbrier Leasing Corporation, Lessor, and The Atchison, Topeka and Santa Fe Railway Company, Lessee, covering to five (5) five-unit Maxi-Stack® III IBC 125-ton intermediate truck intermodal container railcars bearing marks and numbers SFLC 254384 through SFLC 254388, inclusive on Schedule No 3.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

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Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 18209-B FILED 142
MAY 15 1996 -2 55 PM
KANSAS COUNTY CLERK

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("LESSEE")

NOVEMBER 18, 1992

SCHEDULE NO. 3 DATED AS OF AUGUST 30, 1995

Memorandum of a Lease Agreement made and entered into as of November 18, 1992 with Schedule No. 3 dated as of August 30, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor five (5) five-unit Maxi-Stack® III IBC intermodal container railcars bearing marks and numbers SFLC 254384 through SFLC 254388, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb, E.V.P.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By: David L. Flinn

STATE OF OREGON

)

) ss.

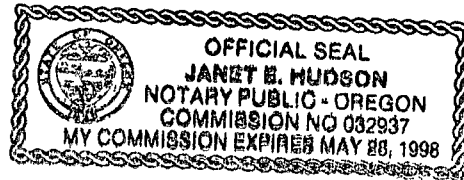
COUNTY OF CLACKAMAS

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On this 3rd day of May, 199⁶, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF

Texas

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) ss.

COUNTY OF

Tarrant

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On this 17th day of April, 199⁶, before me personally appeared David L. Fleen, to me personally known, who being by me duly sworn, says that he is the Director of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kelly Murray
NOTARY PUBLIC

My commission expires:

9-24-97

